

EXHIBIT G-1

**SAMPLE POLITICAL SUBDIVISION PARTICIPATION AGREEMENT
FOR MERCHANT CARD PROCESSING SERVICES**

This Political Subdivision Participation Agreement for Merchant Card Processing Services ("PSPA") is entered into between _____ ("Participant"), and SunTrust Merchant Services, LLC ("STMS" or "Provider") and SUNTRUST BANK, NA ("Bank") (Provider and Bank are referred to collectively as "Servicer").

WHEREAS, on October 14, 2015, the State awarded to Provider a statewide term contract (the "Contract") to provide a variety of merchant card processing services to eligible public procurement units; and

WHEREAS, Participant is a Local public procurement unit, as defined in S.C. Code Ann. § 11-35-4610(3) (2011); and

WHEREAS, Participant desires to subscribe to certain services ("Subscribed Services") available under the Contract;

NOW THEREFORE, the parties to this PSPA hereby agree as follows:

1. Servicer hereby agrees to provide certain services to the Participant available under and pursuant to the terms and conditions of the Contract, which are incorporated herein by reference. The services available are listed on Schedule A to the Proposal. Any service offered on an optional basis shall be subscribed to in accordance with the enrollment process established jointly by the Provider and the State Treasurer's Office.

2. Participant acknowledges receiving and reading the Provider's Master Services Agreement and Bankcard Addendum to Master Services Agreement as amended by the Record of Negotiations for the Contract and attached to Exhibit A to the Record of Negotiations as an amendment to the Provider's offer (together, the "Services Agreement"). Participant agrees to follow the procedures in and comply with the terms and conditions of the Services Agreement in connection with receipt of the Services.

3. Participant represents that it has obtained approval from the STO to enter into this Agreement, as evidenced by the signature of the State Treasurer or his designee in this PSPA.

4. Participant agrees to abide by all policies promulgated by the STO pertaining to Electronic Commerce, specifically for merchant card processing.

5. Participant agrees to abide by all applicable Card Association Rules.

6. Participant and Provider each agree to the method of payment for all Subscribed Services provided in accordance with the Contract.

INITIAL:

Political Subdivision Participation Agreement
Page 1

Servicer

Participant

7. Participant may terminate this PSPA at any time before the expiration of the Contract by giving the other parties no less than 60 days written notice. Otherwise, this PSPA terminates upon termination or expiration of the Contract.

8. Any notice required or permitted to be given under this PSPA by one party to another party shall be in writing and shall be given and deemed to have been given upon hand-delivery, or three days after being mailed by certified or registered mail with postage prepaid to the other party or its successor at the address as specified as follows:

Participant:

Name: _____
Title: _____
Address: _____
Telephone: _____

Servicer:

Name: _____
Title: _____
Address: _____
Telephone: _____

Any party may change the address to which notices are to be delivered by giving to the other party(ies) not less than ten (10) business days prior written notice thereof.

Any notice required or permitted to be given under this PSPA to the STO shall be in writing and shall be given and deemed to have been given upon hand-delivery, or three days after being mailed by certified or registered mail with postage prepaid to the following address:

Name: _____
Title: _____
Address: _____
Telephone: _____

9. This PSPA may not be amended except by an instrument in writing signed by an authorized representative of Provider, the STO and the Participant. The additional terms on Exhibit G-1A are hereby incorporated by reference.

10. The words or phrases not otherwise defined herein will have the same meanings ascribed to them in the Contract. In the event of conflict between this PSPA and the Services Agreement,

INITIAL:

Political Subdivision Participation Agreement
Page 2

Servicer

Participant

the terms of the Services Agreement shall control unless the terms of this PSPA expressly modify the Services Agreement.

11. This PSPA is between Servicer and Participant and the respective successors and assigns of each of them.

The parties hereto have caused this Political Subdivision Participation Agreement to be executed by their duly authorized officers. **THIS AGREEMENT IS NOT BINDING UPON SERVICER UNTIL SIGNED BY ALL PARTIES AND STO.**

SUNTRUST MERCHANT SERVICES,
LLC

By: _____
(authorized signature)

(printed name of person signing above)

Its: _____
(title of person signing above)

Date: _____

SUNTRUST BANK

By: _____
(authorized signature)

(printed name of person signing above)

Its: _____
(title of person signing above)

Date: _____

PARTICIPANT

By: _____
(authorized signature)

(printed name of person signing above)

Its: _____
(title of person signing above)

Date: _____

PARTICIPANT IS APPROVED TO ENTER INTO THIS AGREEMENT:

STATE OF SOUTH CAROLINA
OFFICE OF STATE TREASURER:

By: _____
(authorized signature)

(printed name of person signing above)

Its: _____
(title of person signing above)

Date: _____

INITIAL:

Servicer

Political Subdivision Participation Agreement
Page 3

Participant